

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED
In the Office of the
Secretary of State of Texas

Pursuant to the provisions of Article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Texas

Corporations Section

1 The name of the corporation is BROWN & ROOT I, INC

2 If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in Texas is (If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas)

3 It is incorporated under the laws of DELAWARE

4 The date of its incorporation is September 7, 1989 and the period of duration is Perpetual (State "Perpetual" or term of years)

5 The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company
The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware

6 The address of its proposed registered office in Texas is (a P O Box is not sufficient) 4100 Clinton Drive, Houston, Texas 77020

and the name of its proposed registered agent in Texas at such address is Louise Brown

7 The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are

To engage in any lawful business or activity for which corporations may be organized

8 It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated

9 The names and respective addresses of its directors are SEE ATTACHED

NAME

ADDRESS

NAME	ADDRESS

Site Office
ID # 11611
Break 11/11/1989
Other 12/21/1989

40116040



002312

10 The names and respective addresses of its officers are SEE ATTACHED

NAME	ADDRESS (city & state)	OFFICE
_____	_____	_____
_____	_____	_____
_____	_____	_____

11 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
1,000	Common	_____	\$1 00 -
_____	_____	_____	_____
_____	_____	_____	_____

12 The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
1,000	Common	_____	\$1 00
_____	_____	_____	_____
_____	_____	_____	_____

13 The amount of its stated capital is \$ 1,000 (See Texas Business Corporation Act, Article 1 02A (11) for definition of stated capital)

14 Consideration of the value of at least One Thousand Dollars (\$1,000 00) has been paid for the issuance of its shares

15 The application is accompanied by a certificate issued by the Secretary of State or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence

By Peter W. Arbour
An Authorized Officer
Peter W. Arbour, Assistant Secretary

NAMEBROWN & ROOT I, INCCOMPANY NO

In process of obtaining

DIRECTORS

T L Austin, Jr

T E Knight

W B Pieper

OFFICERS

T L Austin, Jr Chairman of the Board and Chief Executive Officer

W B Pieper President and Chief Operating Officer

T E Knight Executive Vice President and Director of Operations

J S Hanna Executive Vice President - Finance

G M Montgomery Senior Vice President and Director of Engineering

J W Wilson Senior Vice President, General Counsel and Secretary

L A Ashley Senior Vice President

J B Parlongo Senior Vice President and Controller

T Smith, III Senior Vice President

D H Dodd Vice President

D H Harbour Vice President

J M Stevens, Jr Vice President and Assistant Secretary

C D Thompson Vice President and Assistant Secretary

L J Land Treasurer

P W Arbour Assistant Secretary

Louise Brown Assistant Secretary

ADDRESSES

All of the above 4100 Clinton Drive, Houston, Texas 77020
P O Box 3, Houston, Texas 77001

CONSENT TO USE OF NAME

Brown & Root, Inc , a corporation organized under the laws of Texas, hereby consents to the qualification of Brown & Root I, Inc in the state of Texas

IN WITNESS WHEREOF, the said Brown & Root, Inc has caused this said Consent to be executed by its Senior Vice President and attested under its corporate seal by its Assistant Secretary this 20th day of December, 1989

BROWN & ROOT, INC

BY


Senior Vice President

ATTEST


Assistant Secretary

PWA02289 CON